

Exhibit 2

(Filed Under Seal)

1 UNITED STATES DISTRICT COURT
2 DISTRICT OF MINNESOTA

3 FAIR ISAAC CORPORATION, Court File No.
16-cv-1054(WMS/DTS)

4 PLAINTIFF,

5 VS.

6 FEDERAL INSURANCE COMPANY
and ACE AMERICAN INSURANCE
7 COMPANY,

8 DEFENDANTS.
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12 -----
13 VIDEOTAPED DEPOSITION OF

14 BROOKS HILLIARD
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25 Taken June 19, 2019

By Brandi Bigalke, RPR

<p>1 cases multiple licenses.</p> <p>2 Also in the consulting environment</p> <p>3 there were often multiple software licenses. If</p> <p>4 there were multiple, and in most cases there</p> <p>5 were, companies making proposals to my clients, I</p> <p>6 in many cases reviewed the licenses of more than</p> <p>7 just the desired or selected provider.</p> <p>8 So while I say -- and perhaps 150</p> <p>9 of those instances involved analyzing and</p> <p>10 negotiating software licenses, in many of those</p> <p>11 150 I analyzed multiple software licenses, and in</p> <p>12 some of them I was involved in negotiation of</p> <p>13 multiple software licenses.</p> <p>14 Q. In connection with your statement</p> <p>15 about your professional involvement in analyzing,</p> <p>16 drafting, and/or negotiating several hundred</p> <p>17 software licenses, what types of software are you</p> <p>18 referencing?</p> <p>19 A. Business-oriented software.</p> <p>20 Q. Such as what?</p> <p>21 A. Many of them are what would be</p> <p>22 called enterprise software, which touches many</p> <p>23 areas within a business from operations to</p> <p>24 accounting to administrative. Many of them were</p> <p>25 specialized software for particular business</p> <p style="text-align: right;">Page 33</p>	<p>1 that I recall.</p> <p>2 Q. In the case that you referenced</p> <p>3 involving protective order, who were you retained</p> <p>4 by?</p> <p>5 A. I was retained by a firm called</p> <p>6 AZA, Anaipakos something. This --</p> <p>7 Q. Is this -- go ahead.</p> <p>8 A. They're very lengthy names. The</p> <p>9 firm goes by the name of AZA.</p> <p>10 Q. What does that stand for?</p> <p>11 A. Anaipakos I believe is the name of</p> <p>12 the first individual. The second and third</p> <p>13 individuals, one's last name begins with Z and</p> <p>14 the next one begins with A.</p> <p>15 Q. And who -- what is the party on the</p> <p>16 opposite side of that lawsuit?</p> <p>17 A. Pardon me?</p> <p>18 Q. Could you identify the party on the</p> <p>19 other side of that lawsuit?</p> <p>20 A. Ford Motor Company.</p> <p>21 Q. Where is that lawsuit venued?</p> <p>22 A. Detroit.</p> <p>23 Q. Do you know whether it's state</p> <p>24 court or federal court?</p> <p>25 A. Federal.</p> <p style="text-align: right;">Page 35</p>
<p>1 applications. Virtually all of them were</p> <p>2 business related -- business software -- related</p> <p>3 to business software rather than technical</p> <p>4 software or software oriented toward say</p> <p>5 controlling equipment or system software.</p> <p>6 Although there was some of that.</p> <p>7 Q. With respect to your statement</p> <p>8 about your professional involvement in analyzing,</p> <p>9 drafting, and/or negotiating several hundred</p> <p>10 software licenses, did any of those licenses</p> <p>11 involve rules management software?</p> <p>12 A. Yes.</p> <p>13 Q. Could you identify those?</p> <p>14 A. The one that comes to mind is an</p> <p>15 ongoing case that's covered by a protective order</p> <p>16 that I can't talk about, but most of them involve</p> <p>17 rules management relating to configuration. It</p> <p>18 could be configured to order manufacturing, it</p> <p>19 could be configuration relating to distribution</p> <p>20 of products.</p> <p>21 So there would be rules as to what</p> <p>22 product can go with what product, or if you buy</p> <p>23 this one you have to buy that one, and you can't</p> <p>24 get that one because it doesn't work with it. So</p> <p>25 most of them were configuration management rules</p> <p style="text-align: right;">Page 34</p>	<p>1 Q. Do you know who the judge is?</p> <p>2 A. No.</p> <p>3 Q. Who are the attorneys for AZA?</p> <p>4 A. They've changed over a period of</p> <p>5 time. AZA is the law firm, not the litigant. I</p> <p>6 was engaged by the law firm. And the one</p> <p>7 constant is a Mr. Mitby. Steven Mitby,</p> <p>8 M-I-T-B-Y.</p> <p>9 Q. Who does AZA represent in that</p> <p>10 case?</p> <p>11 A. A company called Versata,</p> <p>12 V-E-R-S-A-T-A.</p> <p>13 Q. What is the subject matter of that</p> <p>14 lawsuit?</p> <p>15 A. It's an intellectual property,</p> <p>16 trade secret -- well, there are a number of</p> <p>17 issues. My issues were related to trade secret.</p> <p>18 Q. Does it involve software licenses?</p> <p>19 A. Yes.</p> <p>20 Q. Do you provide any -- have you</p> <p>21 provided any opinions in that case relating to</p> <p>22 software licenses?</p> <p>23 A. I haven't provided any opinions in</p> <p>24 that case. I was a consulting expert.</p> <p>25 Q. So in that case did you prepare an</p> <p style="text-align: right;">Page 36</p>

<p>1 expert report?</p> <p>2 A. No.</p> <p>3 Q. In this case would you say that</p> <p>4 analyzing comparable software licenses is</p> <p>5 relevant to your task?</p> <p>6 A. Would I say that analyzing software</p> <p>7 licenses is relevant, yes.</p> <p>8 Q. Would you say that analyzing</p> <p>9 comparable software licenses is relevant to your</p> <p>10 task?</p> <p>11 A. In terms of knowledge of what</p> <p>12 comparable -- what is in comparable software</p> <p>13 licenses, yes, very relevant.</p> <p>14 Q. How so?</p> <p>15 A. Well, because in many cases my</p> <p>16 opinions deal with what is normal and customary</p> <p>17 in software licenses for in -- for similar</p> <p>18 specially purpose and general purpose business</p> <p>19 software.</p> <p>20 Q. What experience do you have with</p> <p>21 regard to the performance of obligations due</p> <p>22 under a software license agreement?</p> <p>23 MR. HINDERAKER: Object to the</p> <p>24 question as vague.</p> <p>25 THE WITNESS: I don't understand</p> <p style="text-align: right;">Page 37</p>	<p>1 last, I think it's four years that are required</p> <p>2 by the rule are in your possession.</p> <p>3 MR. FLEMING: Go ahead.</p> <p>4 THE WITNESS: I'd be happy to</p> <p>5 address the cases on page 37 of my report, which</p> <p>6 are the ones within the past four years.</p> <p>7 And could you ask the question</p> <p>8 again, or could we read back the question so that</p> <p>9 I'm answering it specifically.</p> <p>10 MR. HINDERAKER: Sure.</p> <p>11 (Whereupon, the requested portion</p> <p>12 was read back by the reporter.)</p> <p>13 THE WITNESS: Could you read the</p> <p>14 prior question. When you say "those cases," I --</p> <p>15 cases relating --</p> <p>16 (Clarification by the court</p> <p>17 reporter.)</p> <p>18 MR. FLEMING: You have to go to the</p> <p>19 question before that.</p> <p>20 THE WITNESS: The prior question, I</p> <p>21 think.</p> <p>22 (The requested portion was read</p> <p>23 back by the court reporter.)</p> <p>24 THE WITNESS: I'm trying to</p> <p>25 remember the details of the cases. The</p> <p style="text-align: right;">Page 39</p>
<p>1 what you're asking me.</p> <p>2 BY MR. FLEMING:</p> <p>3 Q. Have you provided -- have you</p> <p>4 worked as an expert witness in any case involving</p> <p>5 the question as to a party's obligations under a</p> <p>6 software license agreement?</p> <p>7 MR. HINDERAKER: Same objection,</p> <p>8 vagueness.</p> <p>9 THE WITNESS: In a general sense,</p> <p>10 many of the cases involved what was in the</p> <p>11 software license, as well as the actions of the</p> <p>12 licensor and licensee.</p> <p>13 As best I understand your question,</p> <p>14 that's the most relevant answer I can give you.</p> <p>15 BY MR. FLEMING:</p> <p>16 Q. And you're referencing cases in</p> <p>17 which you've testified as an expert?</p> <p>18 A. Yes.</p> <p>19 Q. Okay. Can you identify those</p> <p>20 cases?</p> <p>21 MR. HINDERAKER: I'm going to</p> <p>22 object to the question to the extent it's asking</p> <p>23 for disclosures that are beyond Rule 26. And</p> <p>24 Mr. Hilliard's disclosures and conformance with</p> <p>25 Rule 26 regarding his prior experience over the</p> <p style="text-align: right;">Page 38</p>	<p>1 Hodel-Natco dealt with SAP's -- SAP America's</p> <p>2 involvement in performance of services under a --</p> <p>3 there may have been an implementation contract</p> <p>4 rather than a software license. I don't know</p> <p>5 that there were licensing issues, but there may</p> <p>6 have been.</p> <p>7 State Controller's Office versus</p> <p>8 SAP Public Services was an implementation</p> <p>9 contract. I reviewed the software license, but I</p> <p>10 don't believe that there were software licensing</p> <p>11 issues there.</p> <p>12 The Gish versus Meisenheimer did</p> <p>13 not have any.</p> <p>14 The QAD versus Ingersoll-Rand did</p> <p>15 involve software licensing issues, although I</p> <p>16 don't recall specifically off the top of my head</p> <p>17 what they were.</p> <p>18 And the Armour Capital Management</p> <p>19 versus SS&C Technology involved, as I recall,</p> <p>20 both software licensing and implementation</p> <p>21 issues.</p> <p>22 BY MR. FLEMING:</p> <p>23 Q. So do you recall any cases in which</p> <p>24 you've testified as an expert witness relating to</p> <p>25 a party's obligations under a software license</p> <p style="text-align: right;">Page 40</p>

<p>1 MR. HINDERAKER: Same objections. 2 THE WITNESS: I'll answer that if 3 so ordered by the Court. 4 The matter has been amicably 5 resolved. 6 BY MR. FLEMING: 7 Q. Is this the same Versata matter 8 that you referred to in Detroit similar issues to 9 this case? 10 MR. HINDERAKER: Same objections. 11 THE WITNESS: Same Versata. 12 BY MR. FLEMING: 13 Q. Have you ever been retained by 14 counsel for Versata as an expert witness? 15 A. Yes. 16 Q. Is the law firm in that case that 17 retained you AZA? 18 A. Yes. 19 Q. Did you prepare an expert report in 20 that case? 21 A. No. 22 Q. Were you a consulting expert in 23 that case? 24 A. Yes. 25 Q. And did you subsequently sue</p>	<p>1 Q. So what were the claims made by 2 your company Business Automation Associates, 3 Inc.? 4 MR. HINDERAKER: I have the same 5 objections. 6 THE WITNESS: I'm telling you what 7 I'm allowed to tell you. The matter has been 8 amicably resolved. 9 BY MR. FLEMING: 10 Q. If the complaint is a matter of 11 public record, why would you not -- 12 A. You're welcome to get the public 13 record. 14 Q. -- testify? 15 And my question is different than 16 that. 17 If the complaint is a matter of 18 public record, why can you not testify about the 19 claims made in the complaint? 20 MR. HINDERAKER: Same objections. 21 THE WITNESS: I will answer any 22 questions that the Court requires me to answer. 23 BY MR. FLEMING: 24 Q. Did you sign any affidavits in this 25 case that are a matter of public record?</p>
<p>1 Versata because they failed to pay your bill? 2 MR. HINDERAKER: Same objections. 3 THE WITNESS: The matter has been 4 amicably resolved -- amicably resolved. 5 BY MR. FLEMING: 6 Q. So you're refusing to answer my 7 question as to whether you, the company that you 8 work with sued Versata for failure to pay your 9 expert consulting bill? 10 A. I'm telling you what I'm allowed to 11 tell you. 12 MR. FLEMING: Mark this as the next 13 exhibit. 14 (Deposition Exhibit 503 was marked 15 for identification.) 16 BY MR. FLEMING: 17 Q. Showing you what's been marked as 18 Exhibit 503. I'll represent to you that this is 19 a copy of the docket sheet for the lawsuit in 20 which the plaintiff is Business Automation 21 Associates and the defendant is Versata Software, 22 Inc. 23 So the complaint is a matter of 24 public record, is it not? 25 A. Yes.</p>	<p>1 MR. HINDERAKER: Same objections. 2 THE WITNESS: I don't recall. 3 BY MR. FLEMING: 4 Q. What is the current status of the 5 lawsuit? 6 MR. HINDERAKER: Same objections. 7 THE WITNESS: It's amicably -- it 8 has been amicably resolved. 9 BY MR. FLEMING: 10 Q. Did you ever file a dismissal of 11 the claims in the lawsuit? 12 MR. HINDERAKER: Same objections. 13 THE WITNESS: Not yet. 14 BY MR. FLEMING: 15 Q. So it's still a pending matter? 16 MR. HINDERAKER: Same objections. 17 THE WITNESS: It has been amicably 18 resolved. 19 BY MR. FLEMING: 20 Q. Because it looked like from looking 21 at the docket sheet that the matter has been 22 continued. 23 But at this point you haven't 24 filed -- none of the parties have filed a motion 25 to dismiss, correct?</p>

<p>1 for identification.)</p> <p>2 BY MR. FLEMING:</p> <p>3 Q. Is this the document you reference</p> <p>4 on page 31 of your report?</p> <p>5 A. Yes.</p> <p>6 Q. And this was an attachment to an</p> <p>7 e-mail sent by Tamara Pawloski; is that right?</p> <p>8 A. Yes.</p> <p>9 Q. Do you know what Ms. Pawloski's</p> <p>10 position is?</p> <p>11 A. She's the VP of Software Compliance</p> <p>12 and Optimization for Global Vendor Services</p> <p>13 Organization for Chubb is what it says. That's</p> <p>14 her domain -- e-mail domain Chubb.com, and it</p> <p>15 also says Chubb above her name.</p> <p>16 Q. And do you know who prepared the</p> <p>17 attachment?</p> <p>18 A. I don't recall whether I saw who</p> <p>19 prepared it and I don't recall -- I don't recall</p> <p>20 if I saw who prepared it.</p> <p>21 Q. Do you know whether Ms. Pawloski</p> <p>22 has any IT background or experience?</p> <p>23 A. Well, if she is a VP of software</p> <p>24 compliance and optimization, she has response --</p> <p>25 IT responsibility, but I don't know her</p> <p style="text-align: right;">Page 173</p>	<p>1 Q. And what documents or what data</p> <p>2 would you request to see in addition to talking</p> <p>3 with somebody in the IT department?</p> <p>4 A. It would depend on the</p> <p>5 organization. In some cases talking to someone</p> <p>6 who was involved in it would be sufficient.</p> <p>7 Q. Well, with regard to this</p> <p>8 organization, how would you go about doing that?</p> <p>9 MR. HINDERAKER: This organization</p> <p>10 being the defendant?</p> <p>11 MR. FLEMING: Federal, yeah.</p> <p>12 MR. HINDERAKER: Objection; lack of</p> <p>13 foundation.</p> <p>14 THE WITNESS: I don't know enough</p> <p>15 about Federal to say.</p> <p>16 BY MR. FLEMING:</p> <p>17 Q. And you didn't attempt to go about</p> <p>18 verifying those facts, that is whether in fact</p> <p>19 Blaze was actually integrated into these 15</p> <p>20 applications, did you?</p> <p>21 A. I took the VP of software</p> <p>22 compliance and optimizations' word for it.</p> <p>23 Q. And my question is whether you took</p> <p>24 any other steps to verify those facts, other than</p> <p>25 reading the one e-mail and the attachment?</p> <p style="text-align: right;">Page 175</p>
<p>1 background.</p> <p>2 Q. Okay. You don't know what her</p> <p>3 actual responsibilities were though, do you?</p> <p>4 A. I just know what her title is,</p> <p>5 which would indicate some IT responsibility. But</p> <p>6 I don't -- I haven't seen her job description.</p> <p>7 Q. What technical requirements would</p> <p>8 be needed to determine whether Blaze was actually</p> <p>9 integrated into these 15 applications?</p> <p>10 A. Someone -- most likely someone</p> <p>11 on -- in the IT -- with specific IT development</p> <p>12 responsibility or someone working in the portion</p> <p>13 of Chubb with IT development or deployment</p> <p>14 responsibility.</p> <p>15 Q. And my question is really</p> <p>16 different. Not who you would talk to, but rather</p> <p>17 what would you do or ask to see in order to</p> <p>18 determine whether Blaze is actually integrated</p> <p>19 into these 15 applications?</p> <p>20 MR. HINDERAKER: Objection; beyond</p> <p>21 the scope.</p> <p>22 THE WITNESS: In my experience,</p> <p>23 you'd have to talk to someone within Chubb who</p> <p>24 was involved in these deployments.</p> <p>25 BY MR. FLEMING:</p> <p style="text-align: right;">Page 174</p>	<p>1 A. I -- I did not. I just trusted</p> <p>2 Ms. Pawloski.</p> <p>3 Q. You say in your heading A that</p> <p>4 "Blaze Advisor is integrated into core Federal</p> <p>5 operations."</p> <p>6 What do you mean by integration and</p> <p>7 core on pages 31, and you say the same on 32?</p> <p>8 A. I'm responding to Mr. McCarter's</p> <p>9 report. On page 9 of Mr. McCarter's report --</p> <p>10 well, maybe it isn't -- I may have the page</p> <p>11 number incorrect. Maybe it's Paragraph 74.</p> <p>12 MR. HINDERAKER: Do you mind if I</p> <p>13 help out by just -- I'd look at your footnote 84.</p> <p>14 THE WITNESS: Oh, I'm sorry.</p> <p>15 Paragraph 91 on page 24. You're correct.</p> <p>16 Looking at the wrong footnote.</p> <p>17 Where Mr. McCarter states, "Blaze</p> <p>18 only works when it is integrated with core</p> <p>19 insurance applications that have the required</p> <p>20 insurance functionality and service policies,"</p> <p>21 and then he identifies in Paragraph 88 above that</p> <p>22 it's used in 10 of Federal's 1500 applications.</p> <p>23 So I'm basically responding to what</p> <p>24 Mr. McCarter writes, and then I'm explaining what</p> <p>25 the term integrated -- the normal and customary</p> <p style="text-align: right;">Page 176</p>

<p>1 understanding of the term integrated and core, 2 and with relation to business applications of 3 software. 4 BY MR. FLEMING: 5 Q. And what two paragraphs are you 6 reference, 88 and what other paragraph of 7 Mr. McCarter's report? 8 A. 91 on page 24. 9 Q. Okay. So in response to my 10 question, what do you mean when you say 11 integrated? 12 A. Well, I'm trying to -- I'm giving 13 the normal and customary industry understanding 14 of integrated since Mr. McCarter doesn't provide 15 that and I'm saying it normally means that a 16 component application, which would be Blaze 17 Advisor in this case, is linked into a host 18 application, here some insurance applications, 19 either the 10 referenced by Mr. McCarter or the 20 15 referenced by Ms. Pawloski, in a way that is 21 in the idea -- that in the ideal would allow 22 information to pass between them as if they were 23 a single unified application. 24 Now, this isn't always seamless. I 25 said -- so I said depending on how seamless, how</p>	<p>1 were represented by the Chubb VP of software 2 compliance and optimization. 3 Q. And my question is, in your 4 opinion, are you saying that the applications are 5 core or that the applications components are 6 core? 7 A. I'm saying -- 8 MR. HINDERAKER: I'm going to 9 object to that question as vague. 10 THE WITNESS: Hmm? 11 MR. HINDERAKER: I object to the 12 question, as I don't understand it, as vague. 13 THE WITNESS: Let me see if I can 14 clarify what I'm saying, is the 10 or 15 15 applications itemized by Ms. Pawloski or itemized 16 by Mr. McCarter are characterized by Mr. McCarter 17 as being core applications and he characterizes 18 them that way in Paragraph 91. 19 BY MR. FLEMING: 20 Q. Well, there are -- you agree that 21 Blaze is only used in 10 of Federal's 1500 22 applications? 23 MR. HINDERAKER: Objection; lack of 24 foundation. 25 THE WITNESS: I think what I said</p>
<p>1 close to that ideal the integration is, this 2 typically means that removal or replacement of an 3 integrated component is likely to be difficult, 4 time consuming and to risk endangering the 5 operation of the host application. 6 So I've defined what I mean by 7 integrated since Mr. -- which I think is a normal 8 and customary industry understanding, which is 9 something that Mr. McCarter did not do. 10 Q. So are you saying that the 11 applications are core or the application 12 components are core? 13 A. Well, let's look at what McCarter 14 says. And he says that Blaze only works when it 15 is integrated with core insurance applications, 16 what I refer to as the host applications where I 17 talk about integrated, that have the required 18 insurance functionality for selling and servicing 19 insurance policies. 20 So the applications would be either 21 the 10 that Mr. McCarter refers to in 22 Paragraph 88 and I think he itemizes them 23 actually in Paragraph 94 -- one, two, three, 24 four, five, six, seven, eight, nine -- yeah, he 25 itemizes them in Paragraph 94, or the 15 that</p>	<p>1 is there are two different counts and there's -- 2 and Mr. McCarter doesn't account for the 3 difference between the 15 identified by 4 Ms. Pawloski and the 10 identified in his report. 5 So I don't know whether the 10 or the 15 is 6 correct. And neither does apparently 7 Mr. McCarter. 8 BY MR. FLEMING: 9 Q. Okay. I'm asking you a different 10 question. 11 Do you agree with Mr. McCarter's 12 statement that Blaze is only used in 10 of 13 Federal's 1500 applications? 14 A. No. It may be 15 or Ms. Pawloski 15 might be wrong. 16 Q. I see. So you don't disagree that 17 there's 1500 applications, but you disagree as to 18 whether there's 10 or 15 that use Blaze, correct? 19 MR. HINDERAKER: Objection; lack of 20 foundation. 21 THE WITNESS: I don't know whether 22 the 1500 is an approximate -- I'd be surprised if 23 it was exactly 1500, so I expect that's an 24 approximation. I don't know how accurate it is. 25 BY MR. FLEMING:</p>